

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TAPESTRY PHARMACEUTICALS INC.", A DELAWARE CORPORATION, WITH AND INTO "NAPRO BIOTHERAPEUTICS, INC." UNDER THE NAME OF "TAPESTRY PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 2004, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF MAY, A.D. 2004, AT 4 O'CLOCK P.M.

2350165 8100M

040397088

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3139320

DATE: 05-27-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 4:33 PM 05/04/2004
FILED 0 0 AM 05/04/2004
SRV 040321067 - 2350165 FILE

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****TAPESTRY PHARMACEUTICALS, INC.****WITH AND INTO****NAPRO BIOTHERAPEUTICS, INC.**

Pursuant to Section 253 of the
Delaware General Corporation Law

NAPRO BIOTHERAPEUTICS, INC., a corporation organized and existing under the laws of the State of Delaware (this "*Corporation*"), **DOES HEREBY CERTIFY:**

FIRST: That this Corporation was incorporated on September 8, 1993, pursuant to the Delaware General Corporation Law (the "*DGCL*"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.01 par value per share, of Tapestry Pharmaceuticals, Inc., a corporation incorporated on April 21, 2004 (the "*Merger Sub*"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the resolutions of its Board of Directors attached hereto as *Exhibit A*, duly adopted by the unanimous written consent of its members pursuant to Section 141(f) of the DGCL effective May 3, 2004, determined to merge the Merger Sub with and into itself (the "*Merger*").

FOURTH: That the surviving corporation of the Merger (the "*Surviving Corporation*") shall be this Corporation.


FIFTH: That from and after the effective time of the Merger, the Amended and Restated Certificate of Incorporation of this Corporation, as amended (the "*Certificate of Incorporation*"), shall be the Certificate of Incorporation of the Surviving Corporation and Article One of the Certificate of Incorporation of this Corporation shall be amended and restated to read as follows:

"The name of this corporation is Tapestry Pharmaceuticals, Inc. (the "*Corporation*")."

SIXTH: That the Merger shall become effective at 4:00 pm EDT on May 4, 2004.

IN WITNESS WHEREOF, NaPro BioTherapeutics, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 3rd day of May, 2004.

NAPro BioTherapeutics, Inc.

By: 
Kai P. Larson